

**FIRST AMENDMENT TO
MEDICAL DIRECTION SERVICE AGREEMENT**

This First Amendment to the Medical Direction Service Agreement is dated November 21, 2003 and is entered into by Javier Escobar, M.D. ("Medical Director") and Leon County ("County"). The parties desire to amend the Medical Direction Service Agreement dated September 15, 2003 (the "Agreement").

In consideration of the mutual agreements, covenants, and representations set forth in this First Amendment, the parties agree as follows:

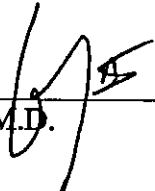
1. **Background.** Subsequent to the execution of the Agreement, Leon County determined and advised Medical Director about certain problems with the liability and insurance provisions of Article VI (entitled "Insurance and Indemnification") of the Agreement. The parties are working to try to resolve those issues. If those efforts are successful and if the parties reach an agreement, then such agreement will be reflected in the form of an amendment to the Agreement. Both parties agree that, notwithstanding the provisions of Article VIII (entitled "Term and Termination") of the Agreement, neither party will be obligated to perform under the Agreement unless on or before December 31, 2003 both parties have executed a contract amendment with respect to Article VI and other appropriate provisions of the Agreement.

2. **Automatic Termination.** Unless on or before December 31, 2003 the parties have executed a contract amendment with respect to Article VI and other appropriate provisions of the Agreement, then the Agreement shall automatically terminate effective January 1, 2004 and neither party shall have any obligations or liability to the other party.

IN WITNESS WHEREOF, the parties have caused this First Amendment to be executed
on the date written on the first page hereof.

MEDICAL DIRECTOR

LEON COUNTY FLORIDA

By: 
Javier Escobar, M.D.

By: Jane Sauls ~~Tony Grippo~~, Chairman
Board of County Commissioners

ATTEST:
Bob Inzer, CLERK OF COURT
LEON COUNTY FLORIDA

By: _____
[seal]

APPROVED AS TO FORM

Office of the County Attorney

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